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**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

Neptune Holding Inc.'s Application for
Authority to Control Greyhound Lines,
Inc. Pursuant to Section 854 of the
California Public Utilities Code

Application No.

**NEPTUNE HOLDING INC.'S APPLICATION FOR AUTHORITY TO
CONTROL GREYHOUND LINES, INC., PURSUANT TO SECTION 854 OF
THE CALIFORNIA PUBLIC UTILITIES CODE**

[PUBLIC VERSION]

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[PUBLIC VERSION]

Pursuant to Public Utilities Code § 854 and D.15-05-029, Neptune Holding Inc., a Delaware corporation ("Neptune"), files this Application for approval to acquire control of Greyhound Lines, Inc., a Delaware corporation ("GLI"). The acquisition of control results from Neptune's 100% ownership of all outstanding stock of GLI. In support of the requested approval, Neptune submits the following information:

A. Requested Authority – Rule 2.1

Neptune respectfully requests the Commission's approval to acquire control of GLI as the 100% owner of all of the outstanding stock of GLI.

B. Information Regarding Applicant – Rule 2.1(a)

Neptune, a corporation formed in the state of Delaware, maintains a principal place of business and mailing address at 459 Columbus Ave #50052, New York, NY 10024, and telephone number (832) 398-0074.

C. Contact for Correspondence and Communications – Rule 2.1(b)

All communications, correspondence, and pleadings with respect to this Application should be directed to:

Tricia Martinez
General Counsel & Secretary
Greyhound Lines, Inc
350 N. St. Paul Street
Dallas, TX 75201
(214) 849-8000
tricia.martinez@greyhound.com

D. Categorization, Need for Hearing, Issues, Schedule – Rule 2.1(c)

A scoping memorandum is not required for filing per D.15-05-029. The Executive Director or his or her designee is authorized to approve applications to acquire or control a passenger stage corporation under Public Utilities Code Section 854, subdivision (a), upon the applicant's compliance with Ordering Paragraph 12 of D.15-05-029.

E. Organization and Qualification to Transact Business – Rule 2.2

A copy of Neptune's Certificate of Incorporation as filed with the Delaware Secretary of State is attached hereto as Exhibit A. Neptune's acquisition and ownership of direct control of GLI does not constitute the transaction of intrastate business. Therefore, Neptune's registration with the California Secretary of State is

not required. A copy of GLI's Second Amended and Restated Certificate of Incorporation as filed with the Delaware Secretary of State is attached hereto as Exhibit B. In addition, attached hereto as Exhibit C is copy of GLI's Statement and Designation by Foreign Corporation as filed with the California Secretary of State, and attached hereto as Exhibit D is a recent Certificate of Status (good standing) issued by the California Secretary of State relative to GLI.

F. D.15-05-029 Order, Paragraph 12(a)

Pursuant to the Order set forth under D.15-05-029, Paragraph 12(a), the Application must include a description of GLI's ownership and managerial structure upon completion of the transaction, including a list of the owners and the interest held by each, and the names of the corporate officers and directors. To this end, enclosed is the following:

- 1) Exhibit E is a diagram showing the ownership structure of GLI and its affiliates following Neptune's acquisition of GLI.¹
- 2) Exhibit F is a list of owners for FlixMobility, as the ultimate parent company of GLI, along with the percentage of ownership held by each owner.
- 3) Exhibit G is a list of GLI's corporate officers and directors showing GLI's management structure following Neptune's acquisition of GLI.

¹ Exhibit A also identifies each of GLI's subsidiaries. None of GLI's subsidiaries operate as passenger stage corporations in California.

G. D.15-05-029 Order, Paragraph 12(b)

Attached as Exhibit H is the Stock Purchase Agreement setting forth the terms and conditions of Neptune acquisition of GLI.

H. D.15-05-029 Order, Paragraph 12(c)

Enclosed as Exhibit I is an affidavit by Samuel Howard, a Neptune officer, certifying Neptune's due diligence confirmed GLI is in compliance with:

- 1) California Highway Patrol ("CHP") safety regulations,
- 2) California Department of Motor Vehicles ("DMV") Employer Pull Notice requirements,
- 3) Commission drug and alcohol testing requirements,
- 4) Commission public liability and property damage insurance requirements, and
- 5) California's workers' compensation insurance requirements.

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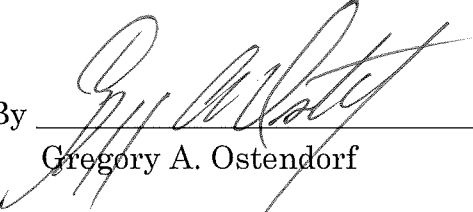
CONCLUSION

WHEREFORE, Neptune requests an order approving Neptune's acquisition of control of GLI hereinabove described and for such further order as may be proper pursuant to California Public Utilities Code Section 854.

Dated this 19th day of May, 2022

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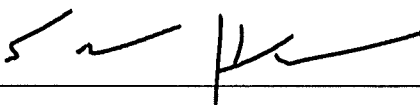
Gregory A. Ostendorf
Attorney for Neptune Holding Inc.

VERIFICATION

I am an officer of the applicant in the above-entitled matter; the statements in the foregoing document are true of my own knowledge, except as to matters which are therein stated on information or belief, and as to those matters I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/18/2022


_____(Applicant)

NOTICE

On May 19, 2022, the Application of Neptune Holding Inc. was filed with the California Public Utilities Commission, seeking approval to acquire control of Greyhound Lines, Inc., a passenger stage corporation. A copy of the Application and related exhibits will be furnished by applicant upon request. Please direct requests to Tricia Martinez at 350 N. St. Paul Street, Dallas, TX 75201 and/or (214) 849-8000.